9/11/91/64

SUPERMAN • DC • NATIONAL COMICS

12¢

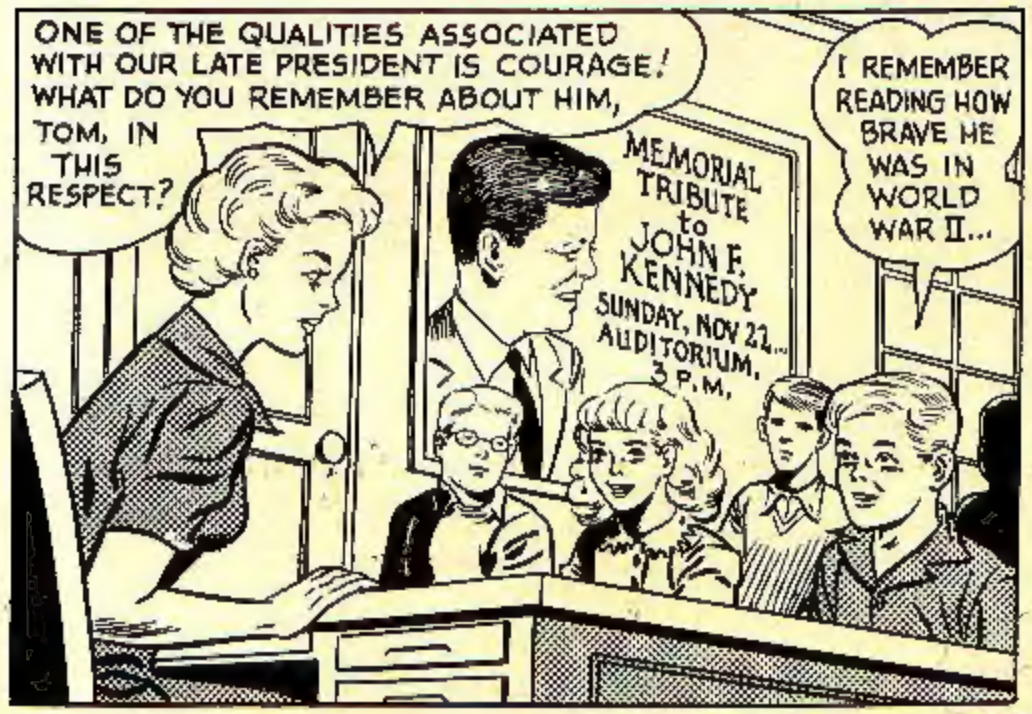
ACTION COMICS

APPROVED BY THE COMICS CODE AUTHORITY

JAN.
NO. 320

Featuring "The THREE SUPER-ENEMIES!"

SALUTE to COURAGE



PUBLISHED AS A PUBLIC SERVICE IN COOPERATION WITH THE NATIONAL SOCIAL WELFARE ASSEMBLY, COORDINATING ORGANIZATION FOR NATIONAL HEALTH, WELFARE AND RECREATION AGENCIES OF THE U. S.

© 1964 BY NATIONAL PERIODICAL PUBLICATIONS, INC.

OUT OF THE LEGENDARY PAST COME THREE FAMOUS MEN OF AWESOME STRENGTH, WHO WIELD GODLIKE POWERS! FATE PITS THEM AGAINST THE **MAN OF STEEL** AND THE WORLD ROCKS WITH THE TREMENDOUS BATTLE OF **SUPERMAN** AND...

"THE THREE SUPER-ENEMIES!"

SUPERMAN

REG. U.S. PAT. OFF.

GREAT GUNS! WHAT COULD'VE CAUSED **SAMSON, ATLAS** AND **HERCULES** TO CHANGE FROM **HEROES** TO **VILLAINS**? AND HOW CAN I DEFEAT **ALL THREE** WHEN EACH OF THEM IS AS STRONG AS I AM, AND HAS MAGICAL POWERS THAT EVEN MY INVULNERABLE BODY CANNOT WITH-STAND!

"This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition, nor affixed to, nor as part of any advertising, literary or pictorial matter whatsoever."

ACTION COMICS, No. 320, January, 1965. Published monthly by NATIONAL PERIODICAL PUBLICATIONS, INC., 2nd & Dickey Sts., SPARTA, ILL. Editorial, Executive offices and Subscriptions, 575 LEXINGTON AVENUE, NEW YORK 22, N.Y. Mort Weisinger, Editor. SECOND CLASS POSTAGE PAID AT SPARTA, ILL. under the act of March 3, 1879. Yearly subscription in the U.S., $1.40 including postage. Foreign, $2.80 in American funds. Canada, $1.70 in American funds. For advertising rates address Richard A. Feiden & Co., 205 East 42nd St., New York 17, N. Y. Copyright 1964 by National Periodical Publications, Inc. All rights reserved under International and Pan-American Copyright Conventions. Except for those who have authorized use of their names, the stories, characters and incidents mentioned in this periodical are entirely imaginary and fictitious, and no identification with actual persons, living or dead, is intended or should be inferred.

Printed in U.S.A.

AT A SITE NEAR METROPOLIS, A FATEFUL TEST BEGINS!

YOU THREE DAILY PLANET REPORTERS, CLARK KENT, LOIS LANE AND JIMMY OLSEN.., WILL TEST THIS UNDERGROUND ATOM-BOMB SHELTER! YOU'LL STAY IN IT THREE DAYS!

YOU'LL HAVE A RADIO, WITH AN EXTERNAL ANTENNA, TO COMMUNICATE WITH THE OUTSIDE WORLD!

AS TRAINED OBSERVERS, YOUR DESCRIPTIONS OF YOUR ORDEAL WILL PROVIDE VALUABLE DATA--BUT TO MAKE SURE YOU DON'T EMERGE BEFORE THE TEST IS OVER, THE ENTRANCE WILL BE SEALED!

WE UNDERSTAND!

IT'LL BE A BIT CROWDED FOR THREE--HOWEVER, YOU AND CLARK HAD TO HAVE SOMEBODY TO CHAPERON YOU!

OH, JIMMY, DON'T TALK NONSENSE!

AIR FILTER

ELECTRIC GENERATOR

FALLOUT DETECTOR

RADIO

FOR SEVERAL HOURS, METROPOLIS LISTENS FASCINATEDLY TO THE RADIO REPORTS FROM THE SEALED SHELTER...

EVERYTHING'S GOING SMOOTHLY SO FAR, FOLKS! THE AIR HUMIDIFIER AND GENERATOR ARE WORKING FINE. IT LOOKS LIKE THIS TEST WILL BE A REAL BREEZE!

BUT WHEN CLARK SWITCHES ON THE RADIO RECEIVER FOR NEWS OF THE OUTSIDE WORLD..

DARN! ALL WE GET IS STATIC! NOW WE CAN'T EVEN TELL WHETHER OUR BROADCAST HAS BEEN GETTING THROUGH!

NO...

GREAT SCOTT! THAT INTERFERENCE IS PART OF A DISASTER THAT'S HIT METROPOLIS AND GOTHAM CITY! I CAN SEE IT ALL WITH MY SUPER-VISION, BUT I CAN'T TELL JIMMY OR LOIS WITHOUT REVEALING I'M SUPERMAN!

ARK... SPUTTER BUZZ..

AN INCREDIBLE CATASTROPHE HAS INDEED STRUCK THE GREAT CITIES ...

EVERY PIECE OF ELECTRICAL EQUIPMENT IN **METROPOLIS** HAS GONE **DEAD**-- PHONES, AUTO-MAGNETOS, RADIOS, ELEVATORS-- **EVERYTHING!**

EVEN THE SUBWAYS HAVE SUDDENLY STOPPED! WHAT'S HAPPENING TO US?

DRINK Kool Kola

AGHAST, CLARK KENT SEARCHES WITH SUPER-VISION UNTIL HE PINPOINTS THE ORIGIN OF THE TROUBLE...

MY **INHIBITOR WAVE** HAS STOPPED EVERY MACHINE IN THIS AREA... EVERY BANK ALARM, EVERY POLICE CAR AND SWITCHBOARD! THE BANKS ARE WIDE OPEN TO A BIG RAID!

AND WE'LL BE RIDING TANDEM BIKES, WITH BULLETPROOF WINDSHIELDS... FOR A FAST, EASY GETAWAY! HA, HA! THIS **INHIBITOR** INVENTION YOU STOLE FROM A SECRET RESEARCH LAB WILL SURE PAY OFF!

AND AS CLARK, WITH HIS SUPER-HEARING, LISTENS IN...

ONLY ONE THING CAN STOP THOSE CROOKS AND END THE PARALYSIS OF **METROPOLIS**... I'VE GOT TO SWITCH TO **SUPERMAN** AND GO INTO ACTION! BUT IF I DO, I'LL EXPOSE MY SECRET IDENTITY!

THE RADIO STILL DOESN'T RECEIVE ANYTHING--WHAT'S THE MATTER WITH IT, CLARK?

I CAN'T EVEN LEAVE AT INVISIBLE SUPER-SPEED, FOR I'D BREAK THE SEAL ON THE DOORWAY! I'LL HAVE TO SACRIFICE MY SECRET--BUT WAIT--JIMMY'S MENTION OF THE RADIO GIVES ME AN IDEA--

I'LL TAKE THE RADIO APART AND SEE WHAT'S WRONG--WHY DON'T YOU SHOW LOIS HOW TO USE THE EMERGENCY STOVE SO SHE CAN GET US LUNCH, JIMMY?

YOU MEAN I HAVE TO **COOK** FOR YOU, TOO? OH, ALL RIGHT... COME ALONG, JIMMY!

LEFT ALONE, CLARK WORKS AT SUPER-SPEED TO DISMANTLE THE RADIO AND OTHER APPARATUS IN THE SHELTER!

IF I COULD SECURE **HELP**, I WOULDN'T NEED TO REVEAL MY IDENTITY! **SUPERGIRL'S** ON A LIFE-OR-DEATH MISSION TO ANOTHER WORLD, AND THAT **INHIBITOR WAVE** IS PREVENTING ME FROM ACTIVATING MY **SUPERMAN** ROBOTS, BUT...

...I CAN USE THIS **TIME-DRAWING DEVICE** I BUILT FROM PARTS OF THE OTHER MACHINES, TO BRING HELP FROM THE **LEGION OF SUPER-HEROES** WHO ARE IN THE FUTURE!

BUT AFTER MINUTES OF TENSE WAITING...

IT'S NOT WORKING--THAT JAMMING **INHIBITOR WAVE** MUST BE PREVENTING MY DEVICE FROM REACHING INTO THE FUTURE! I'LL TRY DRAWING HELP FROM THE **PAST**!

AND REACHING INTO PAST AGES, CLARK'S **TIME-DRAWING** FORCE PLUCKS THE THREE MIGHTIEST HEROES OF THE PAST!

HERCULES... **ATLAS**... AND **SAMSON**--THEY'RE BEING DRAWN TO THE SPOT A FEW MILES FROM HERE, WHICH MY RAY HAS CHOSEN! I'LL SPEAK TO THEM BY SUPER-VENTRILOQUISM!

I'M **SUPERMAN**, AND I'VE DRAWN YOU TO THIS AGE TO SMASH AN EVIL PLOT!

WHO'S SPEAKING? WHO'S TRYING TO PLAY TRICKS ON **ME**, **HERCULES**, THE MIGHTY?

IF SOMEONE'S JESTING WITH US, I, **ATLAS**, WILL TEACH HIM MANNERS!

AND I, **SAMSON**, STRONGEST OF MEN, WILL HELP YOU!

PLEASE LISTEN, AND I'LL EXPLAIN THE EMERGENCY. MY RAY BROUGHT YOU FROM THE PAST AND TAUGHT YOU OUR LANGUAGE...

--I WANT YOU TO WEAR **SUPERMAN** SUITS! YOU'LL FIND DUPLICATE COSTUMES ON EXHIBIT IN THE JIMMY OLSEN FAN CLUB BUILDING, WHICH I'LL DIRECT YOU TO!

SOON, IN THE FAN CLUBHOUSE...

HERCULES, YOU INTERCEPT THE CROOKS HEADING TOWARD **GOTHAM CITY**-- YOU, **ATLAS**, TAKE CARE OF THOSE COMING INTO **METROPOLIS** NOW!

HA, WITH MY STRENGTH AND WITH THE POWERS OF **MORPHEUS** AND **NEPTUNE** I POSSESS, IT WILL BE EASY!

AND WITH THE INVULNERABILITY OF **ACHILLES** AND THE IMPERSONATION-POWER OF **PROTEUS**, I CAN DO ANYTHING!

JIMMY SEN FAN CLUB

AND WHEN **SAMSON** IS GIVEN THE TASK OF SMASHING THE **INHIBITOR WAVE** GENERATOR...

I HAVE THE POWER OF **JOVE** TO HURL LIGHTNING BOLTS AND THE POWER OF **MIDAS** TO TURN ANYTHING TO GOLD--BUT I WON'T NEED THEM FOR THIS JOB!

YOU MUST NOT BE SEEN TOGETHER...PEOPLE WILL THINK YOU'RE **SUPERMAN** GOING AT SUPER-SPEED FROM ONE JOB TO ANOTHER!

COME ON, CLARK...LOIS HAS COOKED A SWELL MEAL!

JUST A MINUTE, JIMMY...

HOW CAN THOSE THREE HEROES OF THE PAST HAVE THE POWERS OF **OTHER** LEGENDARY GODS AND HEROES? I DON'T UNDERSTAND THAT...

USING HIS COLOSSAL STRENGTH, **ATLAS** GIVES A DISMAYING SURPRISE TO THE THIEVES WHO RIDE INTO **METROPOLIS**!

IT'S **SUPERMAN**-- BUILDING A BARRIER OF EMPTY CARS AROUND US! JUST WHEN WE WERE GOING TO ROB THE CITY'S BIGGEST BANK... WE'RE SUNK!

I DON'T EVEN NEED MY OTHER POWERS, FOR THIS... LIFTING THESE STRANGE CHARIOTS IS NOTHING TO **ATLAS**, WHO COULD LIFT MOUNTAINS!

AND ONLY A FEW MINUTES LATER, JUST OUTSIDE GOTHAM CITY...

THE POWER OF MORPHEUS, THE LORD OF DREAMS, IS CASTING THEM INTO DEEP SLUMBER! THEY'LL NOT LOOT THIS CITY!

MIGHTY SAMSON STRIKES AT THE ORIGIN OF THE INHIBITOR WAVE!

IT'S SUPERMAN, DESTROYING OUR WHOLE SET-UP! RUN!

YOU WON'T RUN FAR!

WITH THE INHIBITOR-WAVE STOPPED, THE AREA RETURNS TO NORMAL...

AT LAST! OUR CARS ARE MOVING AGAIN!

AH! THE RADIOS ARE PLAYING ONCE MORE!

EVERYTHING'S JUST AS IT WAS! HOORAY!

BUT AS THE THREE ANCIENT SUPER-HEROES DOFF THEIR SUPERMAN COSTUMES...

GREAT WORK! THE POLICE HAVE THE CROOKS NOW! THANKS! IF YOU'LL RETURN TO THE SPOT WHERE YOU APPEARED IN THIS ERA, I'LL SEND YOU BACK TO THE PAST. I'VE TURNED ON THE REVERSE TIME-RAY!

WHO WANTS TO GO BACK TO THE PAST?

WE LIKE IT HERE, AND WE'RE GOING TO STAY AND TAKE OVER THIS WORLD! WE ONLY STOPPED THOSE THIEVES BECAUSE THEY WERE STEALING WHAT SHOULD BELONG TO US!

RIGHT! WE'LL MAKE THIS CITY, METROPOLIS, THE CENTER OF OUR DICTATORSHIP!

SOON, A TERRIBLE TRIO BURSTS UPON METROPOLIS...

CEASE THIS SILLY RESISTANCE! WE'RE YOUR NEW RULERS, AND YOU CAN'T CHALLENGE OUR POWERS! I'LL PUT YOU TO SLEEP --

HO, HO! SEE HOW THEY RUN WHEN I HURL THE THUNDERBOLTS OF JOVE!

THEIR PUNY WEAPONS CAN'T HARM INVULNERABLE ATLAS!

IN THE SEALED ATOM-BOMB SHELTER, CLARK KENT SEES AN APPALLING SIGHT WITH HIS SUPER-VISION!

HERCULES... SAMSON... ATLAS... THEY'RE POWER-LUSTING AND EVIL! BUT HOW CAN THIS BE? I'VE MET HERCULES AND SAMSON MANY TIMES--AND THEY WERE HEROES! HOW CAN I STOP THEM WITHOUT REVEALING MY IDENTITY? HMM--I'VE GOT IT!

HERCULES, YOU BOASTED YOU HAD THE POWER OF NEPTUNE, LORD OF THE SEA! BUT YOU COULDN'T RAISE THE SEA AN INCH -- HA, HA!

WHOEVER SAID THAT, I'LL SHOW HIM MY POWER AND MAKE HIM REGRET HIS TAUNT!

BY THE POWER OF NEPTUNE I POSSESS, -- RISE, OCEAN!

GREAT WAVES RUN HIGH... HIGHER...

HIGHER, OH, OCEAN-- RISE!

ALL METROPOLIS WILL BE FLOODED!

AND AS THE WATERS SWELL...

THE SEA WILL SOON COVER THE SHELTER HATCH-ENTRANCE! WE'VE GOT TO GET THOSE **PLANET** REPORTERS OUT BEFORE THEY'RE TRAPPED!

WE'LL UNSEAL THE DOOR FAST--THE TEST OF THE SHELTER WILL HAVE TO BE RESCHEDULED LATER!

COME ON, CLARK--THE OFFICIALS' CAR IS OVER HERE!

I'LL FOLLOW LATER, LOIS.. I WANT TO SEE HOW FAST THE SEA IS RISING!

BUT WHEN THE OTHERS ARE GONE, CLARK KENT IS FREE AT LAST TO SWITCH TO MIGHTY **SUPERMAN!**

NOW TO GET THE THREE SUPER-VILLAINS BACK TO THE SPOT WHERE MY **TIME-DRAWING RAY** WILL RETURN THEM TO THEIR OWN AGES. I STILL CAN'T UNDERSTAND HOW THEY COULD HAVE CHANGED AND BECOME EVIL!

MOMENTS LATER, IN **METROPOLIS...**

YOU MAY BE **HERCULES**, BUT I'M **SUPERMAN**--AND YOU'RE GOING WITH ME!

SUPERMAN, WAIT!

PUT **HERCULES** DOWN AND LEAVE HERE OR WE'LL DESTROY THIS CITY--USING THESE PUNY SHIPS AS WRECKING-BARS!

I CAN'T RISK THE DESTRUCTION THAT MIGHT RESULT--I'VE GOT TO PRETEND TO OBEY THEM...

CONTINUED ON SECOND PAGE FOLLOWING

Hey Kids!

TRANSOGRAM'S

TRIK-TRAK

IS THE GREATEST!

THE TRIK IS IN THE TRAK... IT'S THE ONLY ROAD RALLY MADE WHERE SEPARATE TRACKS STEER THE CAR!

YOU CAN SET UP THE TRACKS AS BIG AS YOU WISH!..UNDER FURNITURE... AROUND WALLS... FROM ROOM TO ROOM!

TRIK TRAK

SECTIONS WORK WITHOUT CONNECTIONS..THE BATTERY OPERATED CAR NEEDS NO PLUG IN... GOES ANYWHERE!

YOU CAN CHANGE LAYOUTS EVEN WHILE THE ACTION IS ON! SET UP MANY DIFFERENT ROAD COURSES FOR EXCITING RACING FUN!

"THE TRIK IS IN THE TRAK"

- Battery Powered—needs no plug-in
- TRIK-TRAK Sections work without connections
- Change layouts even while the action is on
- TRIK-TRAK comes with...

6½ INCH LONG SCALE MODEL SPORTS CAR!

9 Sections of straight and curved trak complete with full color scenery

AVAILABLE WHEREVER TOYS ARE SOLD! UNDER $6.00

ROAD RALLY

TRANSOGRAM CO., INC., 200 FIFTH AVE., N. Y.
FACTORIES: EASTON, PA., STURGIS, MICH., SIKESTON, MO.

I SEE YOU KNOW YOUR MASTERS! NOW GET OUT OF OUR SIGHT... AND THANKS FOR BRINGING US TO THIS TIME, **SUPERMAN!** HA, HA!

IT'S A MYSTERY--THESE "HEROES" ARE VICIOUS AND THEY ALSO SEEM RATHER **STUPID!** HMM... MAYBE I CAN USE MY **WITS** AGAINST THEM...

WHY DID I EVER DRAW YOU THREE INTO THE PRESENT? AND THE FOURTH ONE I BROUGHT THROUGH TIME TO HELP ME, THE ONE CALLED **OMNI-MENACE**, IS EVEN **MORE** RUTHLESS!

WHO IS THIS **OMNI-MENACE?** HE CAN'T BE AS MIGHTY AS WE ARE!

OMNI-MENACE IS **WORSE** THAN YOU ARE... YOU HAVE THE POWERS OF **SOME** OF THE LEGENDARY GODS, BUT HE HAS THE POWERS OF **ALL** OF THEM--STILL, I'LL FIGHT HIM TO THE END!

BAH! NOBODY COULD HAVE SO MANY POWERS!

FLASHING TO HIS FORTRESS OF SOLITUDE, THE MAN OF STEEL MAKES SUPER-SWIFT PREPARATIONS!

SUPERMAN, WE OF **KANDOR** ARE SPEAKING TO YOU BY MONITOR! THERE'S SOMETHING ABOUT THOSE THREE VILLAINS WHICH WE DISCOVERED BY MONITOR-WATCH, AND YOU MUST KNOW...

NO TIME NOW... I'VE GOT TO GET THE SEA-LEVEL DOWN FROM **METROPOLIS!** THIS ALMOST INDESTRUCTIBLE COSTUME, WHICH CAN BE ELECTRIFIED, THAT I TOOK FROM THAT ALIEN CROOK CALLED **VOLTO**, SHOULD DO IT! I'LL ALSO NEED TO MAKE A HUGE STEEL HORN...

MINUTES LATER, THE THREE NEW TYRANTS OF METROPOLIS WITNESS A STAGGERING SIGHT!

LOOK... WHOEVER HE IS, HE'S **DRINKING UP THE OCEAN!**

THE SEA IS GOING DOWN ALL AROUND THE CITY... BUT WHO IS HE... HOW DOES HE DO IT?

IT LOOKS AS THOUGH I'M DRINKING UP THE SEA, BUT ACTUALLY THE WATER'S RUNNING DOWN INTO A CRACK IN THE OCEAN FLOOR!

"--I PIERCED THE CRACK DOWN TO A CAVERN BENEATH THE SEA-BOTTOM, JUST BEFORE I STARTED THIS EXHIBITION!"

THIS WILL DRAIN ENOUGH SEA-WATER DOWN INTO THE CAVERN TO DROP THE WATER-LEVEL AROUND METROPOLIS. AND WHEN I USE THE DRINKING-HORN I MADE OUT OF JUNK STEEL, IT'LL SEEM LIKE I'M DRINKING IT!

MINUTES LATER, AS THE DISGUISED SUPERMAN CONFRONTS HIS THREE FOES...

YES, I'M OMNI-MENACE...FROM A TIME FARTHER BACK THAN YOURS! I THINK I CAN USE YOU THREE AS SERVANTS...I INTEND TO RULE THIS WORLD!

SERVANTS? YOU BOASTING FOOL, WE'VE THE POWERS OF GODS... AS YOU SHALL LEARN!

THE THUNDERBOLTS OF JOVE WILL DESTROY YOU!

I DON'T EVEN FEEL THEM! BUT I'LL USE THE POWER VULCAN HAS OVER METALS TO CHANGE THIS STEEL DRINKING-HORN...

MY "POWER OF VULCAN" IS REALLY MY HEAT-VISION. IT'S SOFTENING THE STEEL AND MY SUPER-STRENGTH IS SQUEEZING IT INTO NEW SHAPE!

...AND THE METAL SHIELD WILL REFLECT YOUR OWN BOLTS BACK AT YOU!

SAMSON, STOP USING LIGHTNING...EVEN THE WEAKER REFLECTION OF THEM IS HURTING ME! ONLY ATLAS' INVULNERABILITY PROTECTS HIM!

SINCE JOVE'S POWER FAILED AGAINST HIM, I'LL TAKE CARE OF HIM WITH MY OWN STRENGTH!

WMM...SAMSON'S POWER WAS IN HIS LONG HAIR... AND A BLAST OF MY SUPER-BREATH COULD REMOVE THAT!

I, OMNI-MENACE, HAVE THE STRENGTH OF THOR! I'LL SHOW YOU!

MY HAIR IS GONE... AND ALL MY POWERS WENT WITH IT! I'M WEAK... LIKE A CHILD IN HIS GRASP!

A GOOD THING, TOO! HIS MIDAS-POWER COULD HAVE TURNED ME INTO A GOLDEN STATUE!

AND, AS JIMMY AND LOIS WITNESS THIS BATTLE OF THE "GODS" FROM THE PLANET BUILDING...

WEAK AS YOU ARE, THIS HEAVY SHIELD, WHICH I'VE TURNED INTO A MAKE-SHIFT STOCK, WILL HOLD YOU!

THESE AWFUL CREATURES SEEM LIKE SOMETHING OUT OF A NIGHTMARE! AND WHAT'S BECOME OF CLARK? DID HE GET CAUGHT BY THE SEA-WATERS WHEN THEY ROSE?

I'VE TAKEN THE FORM OF THE MANY-ARMED GIANT, BRIAREUS... I'LL TAKE CARE OF THIS OMNI-MENACE!

THE TITANIC STRUGGLE RAGES ON!

THIS OMNI-MENACE IS AS STRONG AS I AM AND MY BLOWS DON'T SEEM TO HURT HIM!

STAND BACK... I'M USING MY POWER OF PROTEUS TO CHANGE MY BODILY SHAPE...

Ih.

I'VE GOT TO IMPRESS THEM THAT I'VE GOT ALL THE POWERS OF THE "GODS"--I'LL GRIND THESE STONES TO ROCK-DUST IN MY HANDS AND USE MY SUPER-COLD BREATH TO BLOW IT ON HIM...AND PARTICULARLY ON HIS HEEL, WHICH IS THE ONLY PART OF HIM THAT IS VULNERABLE!.

NOW, BY MY POWER OF **MEDUSA**, I'LL TURN YOU TO STONE!

THE SUPER-COLD AIR IS TEMPORARILY PARALYZING HIM AND THE ROCK-DUST I'M SECRETLY BLOWING ON HIM MAKES HIM **LOOK** LIKE STONE, ANYWAY!

BUT--BUT **ATLAS** HAD THE INVULNERABILITY OF **ACHILLES**!

REMEMBER--**ACHILLES'** **HEEL** WAS VULNERABLE AND I TURNED MY **MEDUSA-GAZE** ON IT! I'LL RESTORE HIM TO LIFE SOON...

HE'LL BE BACK TO NORMAL ANYWAY, WHEN THE PARALYZING COLD THAT STRUCK THROUGH HIS HEEL WEARS OFF!

AND IT'S NO USE TO TRY YOUR SLEEP-POWER OF **MORPHEUS** ON ME, FOR I ALSO HAVE THE POWER OF **ARGUS**, THE WATCHMAN OF THE GODS, WHO NEVER SLEPT!

THAT'S A BLUFF, BUT HE'S SCARED ENOUGH NOW TO FALL FOR IT!

WE... WE CAN'T RESIST YOU WHEN YOU HAVE THE POWERS OF **ALL** THE GODS, **OMNI-MENACE!**

AND MOMENTS LATER, WHEN **ATLAS** HAS TURNED BACK FROM "STONE" TO NORMAL, AND RESUMED HIS OWN SHAPE...

SINCE YOU TRIED TO RESIST ME, YOU'LL NOT BE MY SERVANTS, BUT MY **SLAVES**! AND YOUR FIRST TASK WILL BE TO BUILD A PALACE HERE THAT'S WORTHY OF ME!

THE LABORS OF **HERCULES**... AND OF **ATLAS** AND **SAMSON**... BEGIN!

WORK FASTER--OR I'LL TURN ALL MY POWERS LOOSE AGAINST YOU!

MY STRENGTH IS GONE, UNTIL MY HAIR GROWS AGAIN! THE OTHERS WILL HAVE TO HELP ME!

WITH "OMNI-MENACE" RELENTLESSLY SLAVE-DRIVING THEM, THE THREE TOIL UNCEASINGLY!

SPEED UP THE WORK! NOW I'M GOING TO FLY, USING THE POWER OF THE GOD, MERCURY, TO SEARCH OUT RARE TREASURES FOR MY PALACE... IT HAD BETTER BE FINISHED WHEN I RETURN, OR YOUR LAZINESS WILL BE PUNISHED!

HE'LL WORK US TO DEATH... GASP!... AND SINCE HE HAS THE POWERS OF ALL THE GODS, WE CAN'T RESIST HIM! I WISH; PUFF;-- THAT WE'D NEVER BEEN BROUGHT TO THIS TIME!

MAYBE WE CAN SNEAK AWAY AND RETURN TO OUR OWN TIME-PERIODS!

REMEMBER, WHEN SUPERMAN DREW US HERE, HE TOLD US HE WAS TURNING ON THE REVERSE TIME-RAY, AND THAT IF WE WENT TO THE SPOT WHERE WE FIRST APPEARED, WE'D BE DRAWN BACK TO OUR OWN TIME!

WE WOULDN'T GO BACK THEN, BUT NOW I'D BE GLAD TO! HURRY, BEFORE HE COMES BACK!

SOON...

THAT RAY OF FORCE MUST BE FROM THE TIME-MACHINE HE TURNED ON! IT WILL DRAW US BACK TO OUR OWN ERAS!

BUT OMNI-MENACE HAS SPOTTED US AND IS COMING AFTER US! RUN!

JUST IN TIME TO ESCAPE THAT SLAVE-DRIVER-- I CAN FEEL THE RAY DRAWING US BACK!

I NEVER WANT TO SEE THIS TIME AGAIN!

MY TRICKS TO MAKE THEM **WANT** TO RETURN TO THEIR OWN TIME WORKED! BUT I STILL CAN'T UNDERSTAND HOW GREAT HEROES LIKE **HERCULES**, **ATLAS** AND **SAMSON** COULD HAVE TURNED EVIL!

MOMENTS LATER, OVER METROPOLIS...

PEOPLE OF METROPOLIS. I WAS OMNI-MENACE... AND THOSE OTHER THREE INVADERS HAVE GONE AND WILL NEVER RETURN! MY "PALACE" WILL MAKE A FINE, NEW CITY ART-GALLERY!

JIMMY, WE MIGHT HAVE KNOWN **SUPERMAN** WOULDN'T HAVE QUIT SO TAMELY! BUT WE'D BETTER GO NOW AND MAKE SURE CLARK KENT IS ALL RIGHT!

DAILY PLAN

*WHEN **SUPERMAN** RETURNS THE **OMNI-MENACE** COSTUME TO HIS **FORTRESS OF SOLITUDE**...*

SUPERMAN, WE TRIED TO TELL YOU BEFORE, BUT YOU HADN'T TIME TO LISTEN! OUR MONITOR-INSTRUMENT READINGS SHOWED US THAT THE THREE YOU DREW HERE DID **NOT** COME FROM EARTH'S PAST!

BUT... WHERE **DID** THEY COME FROM, THEN?

YOUR TIME-DRAWING FORCE WAS AFFECTED AND **DISTORTED** BY THE **INNIBITOR WAVE**- SO YOU DREW THE THREE, NOT FROM EARTH'S PAST, BUT FROM THE PAST OF A **PARALLEL WORLD**, LIKE EARTH, BUT WITH A DIFFERENT HISTORY!

THEN, IN THE **PARALLEL** EARTH'S HISTORY, **HERCULES**, **ATLAS** AND **SAMSON** WERE EVIL, AND WITH DIFFERENT POWERS! IT REMINDS ME OF THE TIME, YEARS AGO, WHEN I MET EVIL COUNTERPARTS OF SOME OF THE **LEGION OF SUPER-HEROES** IN A PARALLEL WORLD!*

*SEE "**SUPERBOY AND THE 5 LEGION TRAITORS**" IN **SUPERBOY NO. 117** — ED.

LATER, AS LOIS AND JIMMY ANXIOUSLY SEARCH FOR CLARK KENT...

OH, JIMMY! I DON'T SEE CLARK ANYWHERE-- THE RISING SEA MAY HAVE CAUGHT AND DROWNED HIM!

RELAX, LOIS-- HE'S RIGHT OVER US IN THIS TREE!

LUCKILY I GOT HERE AND SWITCHED TO CLARK JUST BEFORE THEY CAME...

I CLIMBED UP HERE TO ESCAPE THE FLOOD! DO YOU THINK IT'S SAFE TO COME DOWN NOW?

HOW TIMID CAN YOU GET? LOOK, CLARK-- DO ME A FAVOR-- FORGET I EVER SUSPECTED THAT **YOU** MIGHT BE **SUPERMAN**!

THE END

NEW FROM MARX!

MOTOR SOUNDS!

PLUS 25 OTHER REAL-LIFE FEATURES IN THE WORLD'S BIGGEST ROAD RACING LINE!

Finally, the ultimate dimension in electric road racing sets—realistic motor sounds! You control the sounds with your Marx pistol grip throttle. Make your racers idle, rev, go full blast. And that's only one of 25 new, real-life features from Marx. There are brand-new cars with authentic styling, sleek lacquered finish and real-looking drivers. You can buy cars with operating headlights and amazing Ackerman Steering. There are eight different kinds of special track: Jump Chicane Track, Turnout Track Set 1/32nd, Turnaround Drag Strip 1/32nd, HO Wiggle Obstacle Track, 90-degree Crossover Track 1/32nd . . . and that's only the beginning. Marx has built dozens of engineering improvements into the world's biggest Road Racing line.

MARX OFFERS BIGGEST SELECTION OF HO AND 1/32ND RACING CARS

All the greatest racers on the road are available in Marx Road Racing Sets. The list includes Willard Battery Special 1/32nd, Watson Special 1/32nd, Birdcage Maserati 1/32nd, Ferrari GT 1/32nd, Thunderbird HO, Sting Ray HO, Harvey Aluminum Special HO and many more. You can also get dump trucks, stake and oil trucks.

Check these exclusive new features—

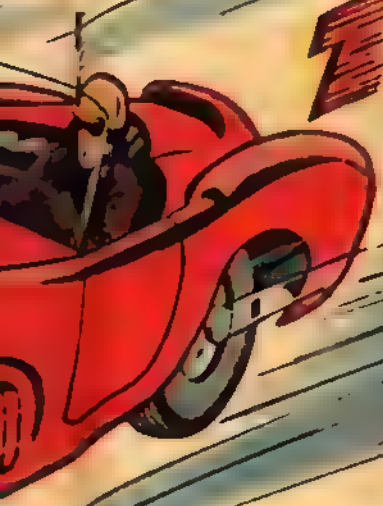
- **Real Ackerman Steering** for better, more accurate handling
- **5 geared power train** for smoother, more realistic operation
- **Bodies painted in detail,** with chrome-like trim
- **Electro-matic racing:** control 2 cars on 1 track

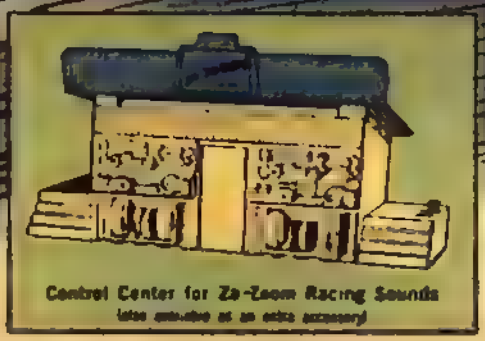
Every Marx car is solidly built to take a real beating and go back for more. And it's road-tested before it's packed.

YOU GET MORE FROM MARX . . . WORLD LEADER

ZA-ZOOM™

THE SOUND OF POWER





Control Center for Za-Zoom Racing Sounds
(also available as an extra accessory)

Now the Road Race Sets That Look Like Real, Race Like Real...

SOUND LIKE REAL!

DOZENS OF TRACK COMBINATIONS
BIG FEATURE OF MARX ROAD RACING

Re-create famous courses like Le Mans, Indianapolis, Monza, Watkins Glen, Sebring with Marx track. All track has a special high-traction finish and quality screw-down terminals. Just look at the special feature track you can choose from:

HI-VOLTAGE POWER PACK INCLUDED IN EVERY SET

Every power pack is UL Approved.

NEW CALIBRATED PISTOL GRIP THROTTLE FOR MORE POSITIVE CONTROL

Throttle down from 500 scale miles per hour with smooth, realistic action.

MARX ADDS TO YOUR RACING FUN WITH A FULL LINE OF PARTS AND ACCESSORIES

• figures • bridges • trestles • guard rails

LEADER IN ELECTRIC ROAD RACING AND SPEEDWAYS

SUPERGIRL

YES, SUPERGIRL, DEAR! OUT THERE IN SPACE IS MY HOME PLANET, CALYX! SOME DAY I'LL BE KING OF THAT WORLD, AND YOU'LL RULE AT MY SIDE AS QUEEN!

BUT, RANDOR, DARLING...EVEN THOUGH I LOVE YOU, I'M NEEDED HERE ON EARTH.

HA, HA! SUPERGIRL DOESN'T KNOW IT, BUT SHE'LL LEAVE EARTH FOR RANDOR. AND THEN HE'LL DOUBLE-CROSS HER, JUST AS I PLANNED!

WHAT KIND OF MAN WILL EVENTUALLY WIN THE LOVE OF SUPERGIRL? IT STANDS TO REASON THAT THE LUCKY CHAP WILL PROBABLY BE A HANDSOME, OUT-OF-THIS-WORLD TYPE, WHO'D MAKE ANY GIRL'S HEAD SPIN! AND THAT'S WHAT HAPPENS TO THE LOVELY MAID OF STEEL WHEN SHE MEETS HER IDEAL. YET, IRONICALLY, THE MAN OF HER DREAMS TURNS OUT TO BE...

THE MAN WHO BROKE SUPERGIRL'S HEART

JIM MOONEY

ONE DAY, AS AN ALIEN SPACECRAFT APPROACHES EARTH...

WE ARE NEARING OUR TARGET, TERRA, LORD BRONAR.

EXCELLENT! CHECK ALL SPECIAL EQUIPMENT, SKOLL.

SURVIVAL KITS PACKED, YOUR HIGHNESS. EARTH CLOTHES, EARTH MONEY, EARTH FOOD AND WEAPONS!

DON'T FORGET THE SPECIAL DRUG IN THIS VIAL. IF CAPTURED, WE ARE TO SWALLOW THE CONTENTS. THIS WILL SEND US INTO SUSPENDED ANIMATION FOR A CENTURY, AND THUS WE'LL AVOID QUESTIONING.

REMEMBER, SKOLL! THIS CASKET CONTAINS THE MOST PRECIOUS PART OF OUR CARGO.

I UNDERSTAND! OUR WHOLE PLAN DEPENDS ON ITS CONTENTS! I WILL GUARD IT WITH MY LIFE, HIGHNESS.

PRESENTLY...

THE PSYCHO-LOCATOR HAS JUST SPOTTED SUPERGIRL, BELOW.

TUNE IN THE TRACKING BEAM TO HER BRAIN WAVES! I'LL SWITCH THE SHIP INTO THE INVISIBLE SPECTRUM TO AVOID DETECTION.

SHE'S HEADING FOR STANHOPE COLLEGE, THE INSTITUTION OF LEARNING WHICH SHE ATTENDS IN HER SECRET IDENTITY OF LINDA DANVERS.

THIS CONFIRMS WHAT WE'VE SEEN ON OUR PLANET'S MONITOR SCREENS. TURN TOWARD THOSE MOUNTAINS. WE'LL FIND A PLACE TO HIDE THE SHIP.

SOON... THIS REMOTE CAVERN IS JUST WHAT WE NEED! WE'LL SWITCH BACK TO THE VISIBLE SPECTRUM AND SET UP THE EQUIPMENT.

DEEP IN THE GROTTO, A HIDDEN MECHANISM TURNS THE SPACECRAFT INTO A WEIRD LABORATORY, WHERE...

THE TRACKING BEAM HAS LOCATED SUPERGIRL IN A SECRET CHAMBER AT STANHOPE. THIS PROJECTOR IS CREATING A THREE-DIMENSIONAL IMAGE OF HER RIGHT HERE WHICH WE CAN STUDY, RECORD ALL HER MEASUREMENTS, SKOLL.

FOR HOURS, THE ALIENS CONTINUE THEIR STRANGE ACTIVITIES...

SHE'S ATTENDING AN ART CLASS NOW IN HER LINDA IDENTITY. USE THE BRAIN-SCANNER TO RECORD THE EMOTIONAL IMPACT OF EVERY COLOR SHE USES.

ALL HER LIKES AND DISLIKES ARE BEING REGISTERED ON THIS TAPE, YOUR HIGHNESS.

NOW SHE'S OBSERVING A PRIMITIVE EARTH TELEVISION PROGRAM! WE MUST TAKE NOTE OF HER REACTIONS TO THE VARIOUS KINDS OF MUSIC.

I'M RECORDING EVERY THOUGHT OF HER SUBCONSCIOUS MIND.

THEN, THEY FOCUS ON THE BOTTLE OF KANDOR...

THERE THEY ARE IN THE BOTTLED CITY... SUPERGIRL'S REAL PARENTS, ZOR-EL AND ALLURA! I'LL TAKE DOWN A SAMPLING OF THEIR THOUGHTS, TOO! THERE MAY BE SOME INHERITED FACTORS THAT AFFECT SUPERGIRL'S EMOTIONS AND PERSONALITY.

AT LAST... NOW TO FEED THESE TAPES AND RECORDS INTO MY SYNCHROGRAPH! THIS ADVANCED COMPUTER WILL ANALYZE SUPERGIRL'S PERSONALITY, EMOTIONAL PATTERNS AND STREAM OF SUBCONSCIOUS THOUGHTS.

WITH ALL THOSE FACTORS, THE DEVICE WILL PICTURE THE KIND OF MAN WHO WOULD HAVE THE MOST APPEAL FOR SUPERGIRL.

AS THE COMPUTER IS ACTIVATED...

THERE HE IS, SKOLL... SUPERGIRL'S IDEAL MAN! IF MY DEVICE IS CORRECT, SHE WOULD FALL IN LOVE WITH SUCH A MAN AT FIRST SIGHT.

A HANDSOME SPECIMEN, SIRE! NOW, IF WE GIVE HIM THE RIGHT CHARACTER AND PERSONALITY, SHE'LL FIND HIM IRRESISTIBLE.

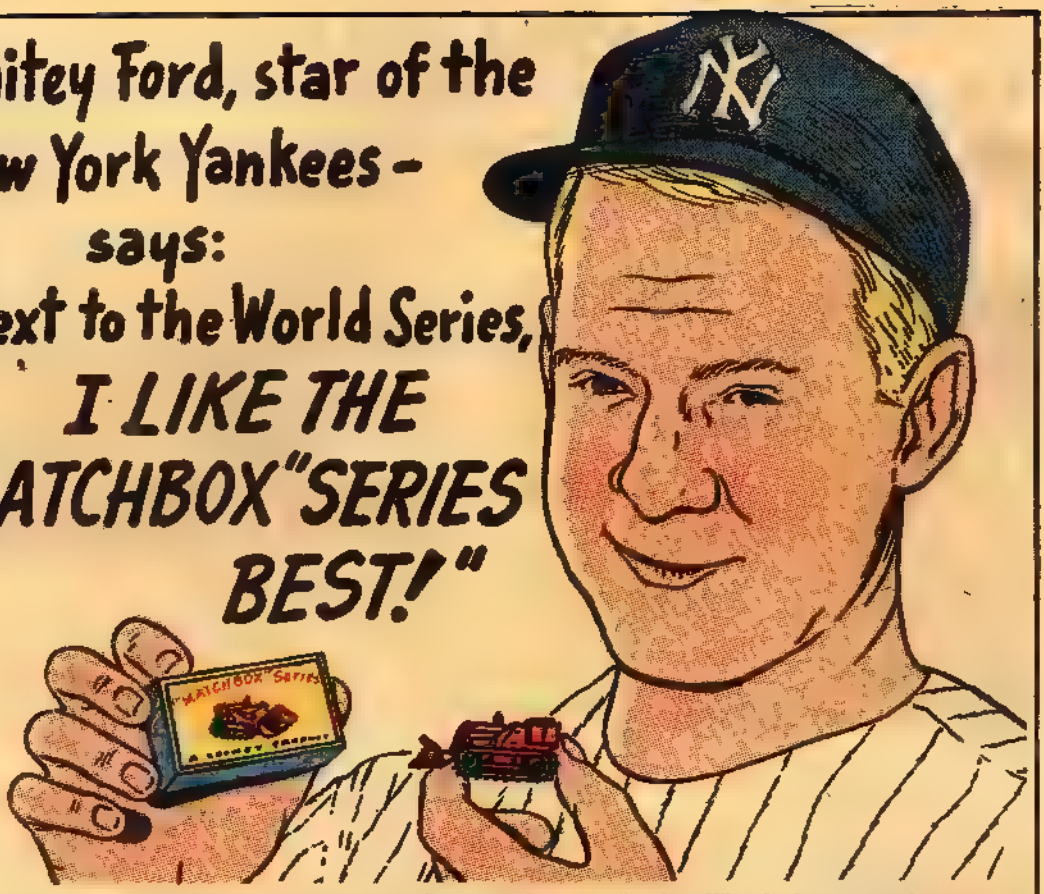
QUICKLY, THE ALIENS PREPARE A STRANGE METAL MATRIX, THEN...

THE MOLD IS COMPLETED! COME! IT IS TIME TO OPEN THE CASKET.

AT ONCE, HIGHNESS.

CONTINUED ON 3RD PAGE FOLLOWING.

Whitey Ford, star of the New York Yankees – says: "Next to the World Series, I LIKE THE "MATCHBOX" SERIES BEST!"



"I've got every one of these new "Matchbox" models in my collection. Why don't you get them too? Send for the terrific new catalog showing all 75 "Matchbox" models and more."

No. 28 Jaguar Mark Ten

No. 31 Lincoln Continental

No. 35 Snowtrac Tractor

No. 63 Fire Crash Truck

No. 71 Jeep Gladiator

No. 6 10-Wheel Dump Truck

No. 42 Lark Station Wagon

Available at hobby shops, variety, toy and department stores.

All items shown, 49¢ each
All items die-cast metal
75 models to choose from

Fred Bronner Corporation C2
120 East 23rd St., New York, N.Y. 10010

Please send me FREE full-color catalog showing "Matchbox" Series, "Models of Yesteryear," and all other models.

Name_____

Address_____

City, State_____

Metropolis Mailbag

Dear Editor: "Superman's Rainbow Face" again showed Clark Kent in a battle of wits! I think that issue of ACTION will become a real collector's item, with the joyful marriage of Lena Thorul and the tragic death of Nor-Kan. Both stories were great. —T. Hudak, Northampton, Pa.

(Thanks! We'll try to bring you more such "collector's items" in the future.—Ed.)

* * *

Dear Editor: If the Kryptonians knew that Krypton was going to explode, why didn't they go into the Phantom Zone and escape later, on another world? —Diane Affeldt, Gales Ferry, Conn.

(First of all, most of the people of Krypton didn't believe Jor-El's warning of Krypton's impending doom. The reason Jor-El and Lara (Superman's parents) did not escape in this way is that they had no Phantom Zone ray. It had been shot into space along with other forbidden weapons of Krypton.—Ed.)

* * *

Dear Editor: In "Supergirl's Tragic Ordeal," a little girl in Kandor says her android doll can cry! Androids can't cry! Explain your mistake. —Jerry Look, Flint, Mich.

(Of course androids can't *really* cry. But toy manufacturers make dolls that can do a reasonable facsimile of crying. Why shouldn't the Kandorians, with their superior science, be able to do the same with android dolls?—Ed.)

* * *

Dear Editor: I greatly enjoyed "The Day Superman Became the Flash." But on three of the five planets he might have grown up on, his name was Kal-El, his Kryptonian name. Since the people on the various planets would speak different languages, why would his name be the same on Xann, Valair and Ntann? —Ann B. Finkle, Ft. Leavenworth, Kan.

(The computer that worked out Superman's possible lives was just too lazy to think up new names for him on the various worlds.—Ed.)

* * *

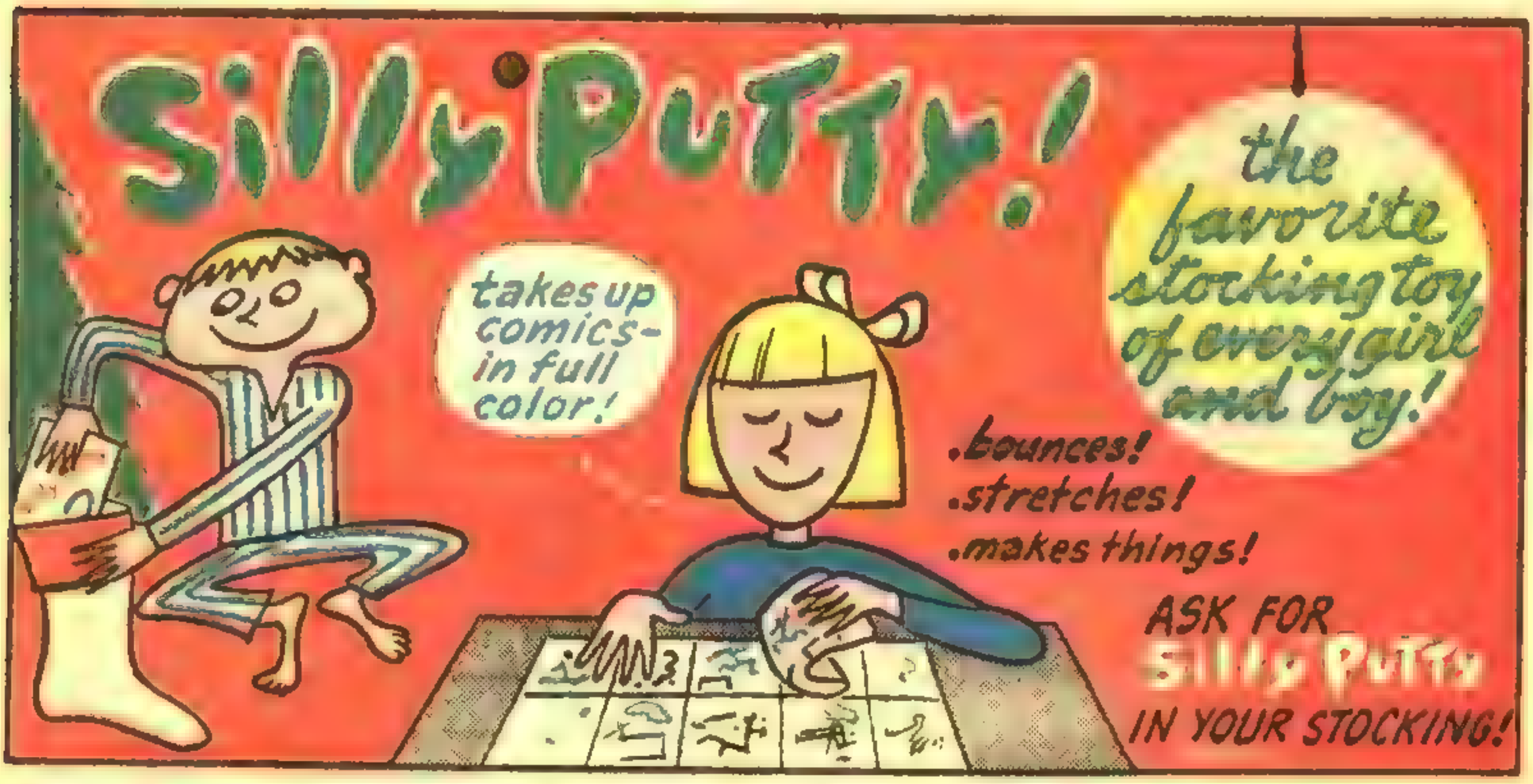
Dear Editor: Ouch! Choke! and everything else! Why didn't Superman marry Zyra? In ACTION No. 316, Zigi and Zagi had it all planned perfectly until their father mentioned the name of Zarthur! That ruined everything. I'm sure many other readers feel the same way. —Barry Hager, Cary, Ill.

(You're overlooking one little point—Superman didn't *want* to marry Zyra! Do you honestly think, under the circumstances, that she would make him a better wife than Lois Lane, Lana Lang, Lyla Lerrol, Sally Selwyn and all the other sweethearts Superman has had? Or do you just want to see him get married to *anyone*?—Ed.)

* * *

Dear Editor: I enjoyed "The Secret of Kryptonite Six" very much. But when Superman looked into Atlantis with his telescopic vision, he saw Lori down there, even though she was right beside him at the surface of the sea. —Anne Hayes, Macon, Ga.

(We guess the artist was seeing double that day.—Ed.)



THEN, WEIRDLY...

STEADY! NONE OF THIS PRECIOUS PROTOPLASM IN THE CASKET MUST BE WASTED.

TRUE, LORD BRONAR! WE'LL NEED EVERY DROP TO FILL THAT MAGNIFICENT ANDROID MOLD YOU CARVED.

SOON, AS A STORM STRIKES THE MOUNTAIN AREA ...

IT WORKED! THE LIGHTNING ENERGIZED HIM! THAT ANDROID IS A PERFECT COPY OF SUPERGIRL'S IDEAL MAN!

THERE'S STILL MUCH TO BE DONE. BUT FIRST WE MUST CLOTHE HIM.

PRESENTLY ...

HE'S WEARING THE RUGGED TYPE OF CLOTHES SUPERGIRL PREFERS ON A MAN. HE'LL NEED A BELT. I'LL GIVE HIM MINE. THE BUCKLE IS MADE OF RESISTRON ...

THAT METAL IS MORE IMPERVIOUS TO ALL TYPES OF RADIATION THAN LEAD. SUPERGIRL WOULD BE AMAZED IF SHE KNEW OF IT. HA, HA!

ANDROID, I WILL CALL YOU RANDOR! RELAX, WHILE I PLANT IN YOUR BRAIN THE MENTAL TRAITS AND PERSONALITY THAT WILL HELP YOU FULFILL THE PURPOSE FOR WHICH I CREATED YOU.

I AWAIT YOUR INSTRUCTIONS, MASTER!

EXCELLENT! THE ELECTRICAL DISCHARGE FROM THAT ATMOSPHERIC DISTURBANCE STRUCK OUR ANTENNA.

THE NEXT DAY, AS LINDA ATTENDS A GYM CLASS ...

OH-OH! MY TELESCOPIC VISION DETECTS A CAVE-IN ON A NEARBY MOUNTAIN! THE LOCKER ROOM IS EMPTY. I'LL DUCK IN AND SWITCH TO SUPERGIRL.

SWIFTLY, THE MAID OF STEEL FLASHES TO THE SCENE, AND...

THERE'S SOMEONE TRAPPED IN AN ABANDONED MINE TUNNEL! I CAN SEE HIM WITH MY X-RAY VISION.

BUT AS SUPERGIRL MAKES THE RESCUE ...

THANKS FOR SAVING ME, SUPERGIRL! MY NAME IS RANDOR. I'M A GEOLOGIST. I WAS DIGGING FOR SAMPLES OF MINERALS, WHEN THIS TUNNEL CAVED IN.

OH! I FEEL SO WEAK!... WAIT ... I SEE A KRYPTONITE METEOR BURIED IN THE EARTH NEARBY! I MUST GET OUT OF HERE AT ONCE!

AFTER RANDOR HAS HELPED THE MIGHTY MAID TO SAFETY...

SUPERGIRL, YOU HAD ME WORRIED BACK THERE! ARE YOU ALL RIGHT?

JUST FINE, RANDOR. KRYPTONITE ONLY WEAKENS ME WHEN I'M CLOSE TO IT.

GALLOPING GALAXIES, BUT HE'S HANDSOME! HE HAS MY HEART DOING FLIP-FLOPS!

AND AS SUPERGIRL STREAKS AWAY...

THANKS AGAIN, SUPERGIRL. AND BY THE WAY, YOU'RE SUPER AS FAR AS BEAUTY IS CONCERNED, TOO.

GOODBYE, RANDOR.

HOW GALLANT AND CHARMING! HE HAS EVERYTHING I EVER ADMIRED IN A MAN! AND HE SEEMS TO ADMIRE ME AS A GIRL.

LATER, BACK IN COLLEGE, LINDA DAYDREAMS...

MISS DANVERS, I'VE SPOKEN TO YOU TWICE, BUT YOU DON'T ANSWER.

I'M SORRY, SIR. WHAT WAS THE QUESTION?

IT'S SO HARD TO CONCENTRATE. SIGH! I KEEP THINKING OF THAT HANDSOME STRANGER! I WONDER IF I'LL EVER SEE HIM AGAIN?

MEANWHILE, THE ALIENS ARE OBSERVING ...

YOUR PLAN IS WORKING PERFECTLY, HIGHNESS! SUPERGIRL IS SO BUSY MOONING OVER RANDOR THAT SHE FORGOT ABOUT MAKING HER PATROL AGAIN.

AND THAT'S JUST THE BEGINNING. SUPERGIRL DOESN'T DREAM WHAT THIS INFATUATION WILL LEAD TO. HA, HA!

THE NEXT WEEK-END ...

LINDA, THEY'RE HAVING A WINTER FESTIVAL AT MT. FROST. HOW ABOUT COMING ALONG?

SOUNDS LIKE A GREAT IDEA, SUE!

MAYBE A WEEK-END OF WINTER SPORTS WILL GET THAT HANDSOME STRANGER OUT OF MY MIND.

BUT THE ALIENS HAVE LISTENED IN ON LINDA'S PLANS, AND AT THE WINTER FESTIVAL ...

LINDA, JUST LOOK AT THAT HANDSOME FIGURE-SKATER! WHAT A DREAMBOAT!

GULP! IT'S RANDOR! HOW I WISH HE'D RECOGNIZE ME! GROAN! BUT OF COURSE, THAT'S IMPOSSIBLE! HE ONLY KNOWS ME IN MY SUPERGIRL IDENTITY.

AT THAT MOMENT ...

THOSE SKATING SKILLS WE FED INTO RANDOR'S ARTIFICIAL BRAIN PAID OFF! OBSERVE HOW THOSE SILLY FEMALES CLUSTER ABOUT HIM!

THEY DON'T KNOW IT, BUT THAT ANDROID IS PROGRAMMED TO SPEAK ONLY TO LINDA.

PRESENTLY, TO LINDA'S AMAZEMENT ...

EXCUSE ME, MISS! THEY'RE PLAYING MY FAVORITE TUNE. WOULD YOU JOIN ME IN THIS WALTZ?

ER ... I'D LOVE TO. IT'S MY FAVORITE MELODY, TOO!

GASP! HE PICKED ME TO SKATE WITH. CAN IT BE THAT RANDOR IS INSTINCTIVELY ATTRACTED TO ME, AS I AM TO HIM?

SOON, AS THEY SKATE NEAR A LONELY COVE ...

LINDA, THERE'S SOMETHING I MUST TELL YOU. I THOUGHT YOU WERE THE LOVELIEST GIRL ON EARTH THE FIRST TIME I MET YOU. NOW, I'M SURE OF IT.

THE FIRST TIME YOU MET ME? YOU MEAN YOU'VE SEEN ME BEFORE?

OF COURSE! I'LL NEVER FORGET HOW YOU SAVED MY LIFE IN YOUR SUPERGIRL IDENTITY.

GULP! THEN YOU KNOW ... BUT HOW?

I HAVE A SECRET, TOO. I AM A PRINCE, FROM THE DISTANT PLANET, CALYX. FOR YEARS I'VE WATCHED YOUR CAREER ON OUR MONITORS. WHEN A SECRET SCIENTIFIC EXPEDITION WAS SENT TO EARTH, I JOINED IT. THEN, REFUSING TO RETURN HOME, I JUMPED SHIP.

BUT, RANDOR, WHY WOULD YOU WANT TO LEAVE YOUR OWN WORLD?

BECAUSE I'M IN LOVE WITH YOU! I HAD TO BE NEAR YOU! FOR YEARS I'VE WORSHIPPED YOU AS MY IDEAL.

AND YOU CROSSED THE GULFS OF SPACE TO FIND ME! OH, RANDOR! IT MUST BE FATE. I-I'VE CARED FOR YOU FROM THE VERY FIRST.

MY SCHEME IS WORKING, SKOLL! SHE BELIEVES THAT PHONEY STORY WE CONCOCTED. SHE'S DRAWN TO HIM WITH EVERY FIBER OF HER BEING! SHE HAD TO FALL FOR HIM. IT WAS A MATHEMATICAL CERTAINTY!

NOW HE'S ABOUT TO ASK HER TO VISIT THE SECRET OBSERVATORY WE BUILT FOR HIM.

SOON, IN THE OBSERVATORY, AFTER LINDA SWITCHES TO SUPERGIRL...

LOOK! MY HOME PLANET, CALYX! SOME DAY YOU'LL RULE THERE BESIDE ME. IT HAS A YELLOW SUN, SO YOU'D STILL HAVE SUPER-POWERS THERE.

RANDOR, DEAR! PLEASE DON'T TEMPT ME. I COULDN'T LEAVE EARTH. I HAVE DUTIES... RESPONSIBILITIES!

AT LEAST VISIT CALYX WITH ME. MEET MY FATHER, THE KING. SEE WHAT MY WORLD HAS TO OFFER.

ALL RIGHT, DEAR. BUT SINCE YOU'RE NOT SUPER, I'LL BUILD A SPACE-BUBBLE FOR THE TRIP. I'LL USE CRYSTAL MINERALS FROM THE MOUNTAIN WHERE WE FIRST MET.

LATER, AS ALIEN EYES WATCH...

EVERYTHING'S GOING ACCORDING TO PLAN. WITH THE DATA WE PROGRAMMED INTO THAT ANDROID'S CONTROLS, HE'LL FOLLOW MY INSTRUCTIONS TO THE LETTER.

BY THE TIME SUPERGIRL DISCOVERS WHAT THIS IS ALL ABOUT, IT WILL BE TOO LATE. WE'RE NEARLY READY FOR TAKE-OFF, OURSELVES!

SHORT MOMENTS AFTERWARD...

SHIP READY FOR FLIGHT, SIRE!

GOOD! WE'LL HURRY BACK TO CALYX BY SPACE-WARP DRIVE. I WANT TO BE THERE BEFORE SUPERGIRL: HA, HA! I'LL SHIFT INTO THE INVISIBLE SPECTRUM TO PLAY SAFE.

LATER, FAR ACROSS SPACE...

THERE IT IS... MIGHTY CALYX! HOW I'D LOVE TO HAVE YOU REMAIN HERE, SUPERGIRL, DARLING.

HE'S SO HANDSOME, AND I LOVE HIM SO. PERHAPS I COULD CONTINUE MY SUPER-CAREER HERE ON CALYX.

SOON, AT THE ROYAL PALACE...

I ARRIVED JUST IN TIME TO SPRING THE TRAP ON THIS SUPER-FOOL. AH, SUPERGIRL! WELCOME TO CALYX! THANKS FOR BRINGING MY SON HOME. I'M SURE HE'S YOUR GREATEST ADMIRER.

I'VE ASKED HER TO MARRY ME, BUT SHE REFUSED, FATHER. I HOPE YOU CAN HELP ME CHANGE HER MIND!

AT LEAST SIT ON THE THRONE FOR A MOMENT, MY DEAR.

WELL... IF YOU INSIST.

WHO KNOWS? I MIGHT ENJOY BEING QUEEN OF CALYX.

SEE HOW IT FEELS TO BE A QUEEN.

BUT JUST THEN, RANDOR SLIPS BEHIND THE THRONE, AND THROWS A HIDDEN SWITCH...

GASP! SUDDENLY, I FEEL SO WEAK! IT'S AS IF MY POWERS WERE BEING DRAINED AWAY FROM ME.

AND I FEEL A MIGHTY STRENGTH SURGING THROUGH ME! LOOK! WHEN RANDOR PULLED THAT SWITCH, IT TRANSFERRED YOUR SUPER-POWERS TO ME! I CAN CRUSH THIS TABLE WITH A MERE RAP OF MY KNUCKLES.

RANDOR, WHAT HAVE YOU DONE? I THOUGHT YOU LOVED ME, YET YOU BROUGHT ME HERE TO BETRAY ME.

FOOL! HE CAN'T LOVE YOU. HE'S AN ANDROID. I CREATED HIM AS PART OF A PLAN TO STEAL YOUR SUPER-POWERS.

WE'RE THE LAST OF A RACE OF SCIENTIFIC VILLAINS. WE PEOPLED THIS WORLD WITH ANDROIDS, WHO SERVE US. BUT WE WERE BORED, SO WE PLANNED TO STEAL YOUR SUPER-POWERS TO HELP US CONQUER NEW WORLDS.

RANDOR, YOU... AN ANDROID? IMPOSSIBLE!

IMPOSSIBLE, EH? THEN WATCH ME DRIVE MY SWORD INTO HIM... YOU CAN SEE HE'S UNHARMED! YOU WERE IN LOVE WITH A MASS OF PROTOPLASM, A COLLECTION OF CHEMICALS.

OH, NO! NO! CHOKE! IT'S HUMILIATING! HIS LOVE SEEMED SO REAL!

YOU WON'T GET AWAY WITH THIS! SUPERMAN WILL SEARCH FOR ME! AND WHEN HE FINDS OUT WHAT HAPPENED...

SUPERMAN DOESN'T FRIGHTEN ME. I'M SUPER, TOO, NOW! BESIDES, I'M ALREADY PLANNING A BEAUTIFUL FEMALE ANDROID THAT WILL STEAL SUPERMAN'S POWERS, JUST AS RANDOR STOLE YOURS, AND GIVE THEM TO SKULL!

GROAN! THIS IS TERRIBLE! IF SUPERMAN IS LURED HERE, THEY'LL DRAIN HIS POWERS AWAY, TOO. EARTH WILL BE HELPLESS AGAINST CRIME AND EVIL!

AND NOW, SHOW THAT SNIVELING GIRL OUT OF MY PALACE, RANDOR.

YES, MASTER!

WHAT A FINISH FOR ME! ALONE, EXILED ON A PLANET FAR FROM EARTH.

RANDOR, YOU'VE BROKEN MY HEART, BUT I CAN'T BLAME YOU. AFTER ALL, AS AN ANDROID, YOU CAN ONLY TAKE ORDERS ;SOB!; YOU'RE INCAPABLE OF A HUMAN EMOTION, LIKE LOVE.

SUPERGIRL, I KNOW I'M JUST AN ANDROID. BUT YOU MISJUDGE ME. AND I'LL PROVE IT!

SUDDENLY...

I'VE DONE YOU A GREAT WRONG! I MUST ATONE FOR IT! COME WITH ME, SUPERGIRL!

RANDOR, WHERE ARE YOU TAKING ME? YOU CAN'T DO ANYTHING AGAINST BRONAR. HE'S SUPER!

BUT THEY FIND BRONAR ALONE, AND WHEN RANDOR OPENS HIS BELT BUCKLE...

KRYPTONITE! WEAKENING ME! ...CAN'T STAND! BUT THAT'S IMPOSSIBLE...I WASN'T BORN ON KRYPTON!

QUICKLY, SUPERGIRL, SIT ON THE OTHER THRONE!

RANDOR... I DON'T KNOW WHERE YOU GOT THAT KRYPTONITE, BUT I UNDERSTAND YOUR PLAN! WORK SWIFTLY!

NOW TO REVERSE THE SWITCH. YOUR SUPER-POWERS WILL DRAIN FROM BRONAR AND RETURN TO YOU. THEN, I'LL SEAL OFF THE KRYPTONITE RAYS TO KEEP FROM HARMING YOU, SUPERGIRL.

I FEEL MY POWERS RETURNING. BRONAR DIDN'T REALIZE HE HAD STOLEN MY WEAKNESSES, AND WOULD BE VULNERABLE TO KRYPTONITE!

ANDROID! HOW DARE YOU DISOBEY ME?

"I'VE DEFIED YOU BEFORE! AS SUPERGIRL WAS BUILDING THE SPACE-BUBBLE NEAR THE FAKE MINE, I SLIPPED INTO THE SHAFT..."

I DON'T WANT TO HURT SUPERGIRL. PERHAPS I CAN USE THIS KRYPTONITE TO AID HER. I'LL HIDE IT IN MY RESISTRON BUCKLE, WHICH IS IMPERVIOUS TO ALL RADIATION! LUCKILY, MY MASTERS ARE TOO BUSY PREPARING TO RETURN TO CALYX TO BOTHER ABOUT CONTROLLING ME AT THE MOMENT.

"LATER, YOU RELEASED ME FROM ALL OBEDIENCE WHEN YOU STABBED ME WITH YOUR SWORD..."

THAT BLADE DAMAGED MY CONTROL CIRCUITS, PERMITTING ME TO DISOBEY MY CREATOR. NOW, I CAN HELP SUPERGIRL! BUT I MUST WAIT TILL I CAN CATCH BRONAR OFF GUARD.

JUST THEN...

STAND BACK, SIRE! I'LL GET SUPERGIRL WITH THIS DESTROYER-RAY!

GASP! IT'S BRONAR'S HENCHMAN! THE RAY WAS DEFLECTED FROM MY INVULNERABLE BODY AND STRUCK RANDOR!

RANDOR! I'M AFRAID HE'S DONE FOR! BUT I'D BETTER QUIET THESE TWO BY RAPPING THEIR HEADS LIGHTLY TOGETHER!

THEN, AS SHE GOES TO RANDOR'S SIDE...

SUPERGIRL... YOU SAID I WAS INCAPABLE OF HUMAN EMOTION... YOU WERE WRONG... I DID IT BECAUSE I... LOVE YOU...

SOB! RANDOR... I MISJUDGED YOU.

HE'S DYING! THE DESTROYER-RAY EFFECTS ARE DISSOLVING HIS PROTOPLASMIC STRUCTURE.

THEY CREATED ME TO CONFORM TO YOUR IDEAL. I WAS SHAPED BY YOUR EMOTIONS, YOUR THOUGHTS. THAT'S WHY I LOVED YOU. NOW, FAREWELL FOREVER.

SOB! RANDOR... I DIDN'T REALIZE...

LATER, SUPERGIRL BIDS FAREWELL TO CALYX...

YOU ANDROIDS ARE DEVELOPED ENOUGH TO RULE YOUR OWN WORLD. AND DON'T WORRY ABOUT THESE TWO CRIMINALS. I'LL MAROON THEM ON AN UNINHABITED PLANET WHERE THEY CAN HARM NO ONE.

AND ON HER WAY TO EARTH, SUPERGIRL CARVES A MONUMENT OUT OF AN ASTEROID WITH HER HEAT VISION...

RANDOR... YOU SACRIFICED YOUR LIFE FOR ME! NO HUMAN COULD SHOW GREATER LOVE THAN THAT. I'LL NEVER FORGET YOU!

Use coupon below and **ACTION** will be delivered to you regularly—right off the press! No chance of missing an issue . . . and you'll always be the first to enjoy **ACTION**'s exciting adventures.

SPECIAL $1 SUBSCRIPTION FORM

NATIONAL COMICS

Dept. 3 A, 575 Lexington Avenue, New York, N.Y. 10022

Please print name and address clearly

☐ Please enter my subscription to **ACTION** for 18 issues at only $1. (Regular price $1.20.)

SAVE EVEN MORE! ☐ Check here if you prefer to subscribe for 28 issues at only $2. (You save 40c!)

EXTRA! Three other favorites now available at these same special rates. Check to enter your subscription.

☐ SUPERMAN	☐ SUPERBOY	☐ WORLD'S FINEST
☐ 10 issues $1	☐ 10 issues $1	☐ 10 issues $1
☐ 20 issues $2	☐ 20 issues $2	☐ 20 issues $2

(Offer good in U.S. and Canada only. For Canadian postage, add 13c on each 10 issue subscription; 25c on each 20 issue subscription.)

I enclose $_____ (No stamps, please.)

NAME_____

ADDRESS_____

CITY_____ STATE_____ Zone or Zip #_____

Watch for the FIRST 80 pg. GIANT SUPERMAN ANNUAL

Featuring FANTASTIC THINGS and CREATURES!

A SUPER-COLLECTION OF SPINE-TINGLERS & THRILLER-DILLERS!

Read them if you dare

"THE MYSTERY OF MONSTER X"

"THE THING THAT STALKED SMALLVILLE"

"THE CREATURE OF 1000 DISGUISES"

"THE HYPER-MENACE FROM KRYPTON"

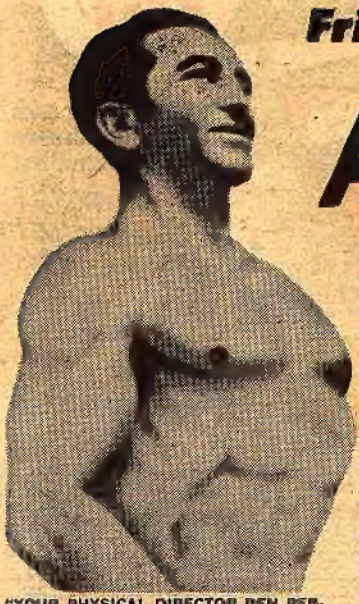
"THE BATTLE WITH BIZARRO"

"JIMMY OLSEN'S PRIVATE MONSTER"

ON SALE EVERYWHERE NOV 19th

Friend, dare YOU risk A DIME 10¢?

FOR A NEW MILLION DOLLAR HE-MAN BODY
STRENGTH-POWERED with 520 MIGHTY MUSCLES!
To Become A STAR in ANY SPORT! A SUCCESS in EVERYTHING!



"YOUR PHYSICAL DIRECTOR BEN REHUHN at 50 years of age. He is a brilliant University Authority on creating a healthy mind in a healthy body."
says Dr. Winfield Scott Pugh, Commander, U.S. Navy Medical Corps.

Rush to me your LAST CHANCE coupon below, — I'LL RUSH to you FREE My Professional Secrets

HOW to GAIN UP TO 50 LBS. of MIGHTY MUSCLES!

HOW to LOSE up to 50 lbs. of UGLY DANGEROUS FAT

FREE ALL FIVE $5 WORLD-FAMOUS PICTURE-PACKED ABC COURSES

1. How to Develop 16 to 18½ INCH BIG ARMS Powerful to land a knock-out blow fast.
2. How to Build a 45 to 52 INCH HEROIC CHEST Housing TIRELESS LUNGS for ENDURANCE in Work, Sports, for ATTRACTING GIRLS!
3. How to Mold A BROAD MUSCLE-PACKED BACK and WONDER-WIDE SUPER-MAN SHOULDERS tapering to a A SLIM PUNCH-PROOF WAIST.
4. How to Develop LEGS with MARATHON ENDURANCE.
5. How to Mold BIG MUSCULAR FOREARMS; A STEEL GRIP.

This is once skinny ABC pupil BILL BUTLER High School Teacher

How to Become a FEARLESS SELF-DEFENSE FIGHTER. OVERPOWERING ANY BULLY TWICE YOUR SIZE!

This will be the NEW YOU

AFTER YOU ARE REBUILT by the AMERICAN BODYBUILDING CLUB NATURAL POWER PROGRESSIVE METHODS from your HEAD to your HEELS every inch a REAL HE-MAN

YOURS FREE in this AMAZING NEW BOOK in colors. Jam-full with 120 PHOTOS of STRONG MEN and CHAMPIONS once WEAKER than you, as you will see in their pitiful BEFORE Photos and Stories. There are scores of How-to-do-it Pictures showing you how YOU can quickly and easily become AN OLYMPIC CHAMPION in STRENGTH, SPEED and ENDURANCE . . . and MR. AMERICA in Build and Physique.

Yes! In just THRILLING MINUTES a day, in the SECRECY of YOUR OWN ROOM this book's RAPID-FIRE, EASY as ABC FAMOUS PICTURE METHODS will show you How to Mold 18 INCH ARMS OF MIGHT, a big, deep 45 INCH CHEST housing TIRELESS LUNGS, WIDE MANLY SHOULDERS — a BROAD BRAWNY BACK, tapering to a SLENDER WAIST with punch-proof STOMACH MUSCLES, LEGS of RUNNING POWER. You, too, like many ABC Pupils can WIN FAME and FORTUNE on TV or in the Movies, as a Physical Director or Professional Athlete.

THIS BOOK will show you HOW to WIN a 15" tall Trophy with YOUR NAME, etc. engraved on it; a Gold Medal and from $100 to $1,000

YOU can WIN $100 and A BIG TROPHY with YOUR NAME and SUCCESS engraved on it as Bill Butler did and many other pupils.

MAIL COUPON before it is too late!

AMERICAN BODY BUILDING CLUB, Dept. NC-51 GREAT NECK, NEW YORK

Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES including PHOTO BOOK of FAMOUS STRONG MEN, once weaklings, now famous Strong Men, and How to Become one of Them.

☐ I enclose 10c for mailing and handling.
I am under no other obligation.
I'm checking everything I need to give me the kind of body I want.
☐ I want to gain _____ lbs. (fill in). ☐ Triple my strength.
☐ I want to streamline my body, get rid of flabby fat.
☐ I want to add inches of muscle to my ☐ ARMS ☐ CHEST ☐ SHOULDERS ☐ POWERFUL LEGS ☐ SLIM WAIST.
☐ I want to become a winning athlete. ☐ I want new pep.

Let me know now to get **FREE** $100 worth of Sports, Self-defense Strong-man Stunts, Courses, Apparatus

NAME _____ AGE _____
DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.
ADDRESS _____
CITY _____ ZONE ____ STATE _____

PLEASE PRINT OR WRITE CLEARLY

TV'S NEW HERO! G.I. JOE™! SO REAL HE ALMOST SEEMS ALIVE! MOST AMAZING SOLDIER YOU EVER PLAYED WITH!

This is terrific G. I. Joe, greatest soldier a boy ever owned ... you can make him charge in action with his M-1 Rifle and fixed bayonet — make him lean back to throw a grenade — stoop to aim his flame thrower — kneel, sit, crawl — do anything a soldier does in bivouac and battle!

G. I. Joe can be a soldier, sailor, marine or pilot — depending on which uniform and what equipment you use. These scenes from television show how G. I. Joe can thrill you with action in your own playroom or backyard:

AS SEEN ON TV!

ACTON SOLDIER... taking a bridge! Build your own combat squad and battle scenes with authentic battle gear.

ACTION PILOT... Scramble! Ready with flight suit... crash helmet... parachute pack and survival kit.

ACTION MARINE... taking beachhead... full field pack with M-1 Rifle, flame thrower, also paratrooper parachute pack.

ACTION SAILOR... underwater demolition attack... use your frogman scuba suit... depth gauge... sea rescue set available.

"G. I. JOE... G. I. JOE... FIGHTING MAN FROM HEAD TO TOE... ON THE LAND... ON THE SEA... IN THE AIR!"

START WITH ANY OF THESE BASIC PACKAGES. ACTION SOLDIER, MARINE, PILOT, SAILOR WITH FATIGUE UNIFORM, BOOTS, CAP AND DOG TAG. THEN BUILD YOUR OWN COMBAT TEAMS AND ACTION SETS. HUNDREDS OF PIECES OF AUTHENTIC EQUIPMENT AVAILABLE.

YOU'LL FIND THIS CATALOGUE SENSATIONAL... In full color... shows what to buy and when ... how to build terrific action sets with bivouac and battle gear. Enclose 25¢ to cover cost of handling and mailing.

HASBRO'S G.I. JOE

Don't wait... Mail today:

G. I. JOE DIVISION, P. O. BOX 1059
HASSENFELD BROS., INC., PAWTUCKET, R. I.

Please send me G. I. Joe Catalogue with action and equipment pictures with full descriptions on how to build a collection. I enclose 25¢ to cover costs.

NAME_____

ADDRESS_____

CITY_____ STATE_____

Buddy Learns the Secret!

AURORA PLASTICS CORP. ■ WEST HEMPSTEAD, N. Y.